

UNITED STATES BANKRUPTCY COURT Southern District of New York					VOLUNTARY PETITION						
Name of Debtor (if individual, enter Last, First, Middle): Club Ventures Investments LLC					Name of Joint Debtor (Spouse) (Last, First, Middle):						
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DavidBartonGym					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):						
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 20-1250014					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):						
Street Address of Debtor (No. and Street, City, and State): 50 West 23rd Street 5th Floor New York, New York ZIP CODE 10011					Street Address of Joint Debtor (No. and Street, City, and State):  ZIP CODE						
County of Residence or of the Principal Place of Business: New York, NY					County of Residence or of the Principal Place of Business:						
Mailing Address of Debtor (if different from street address): POB 1994 Old Chelsea Station New York, New York ZIP CODE 10113					Mailing Address of Joint Debtor (if different from street address):  ZIP CODE						
Location of Principal Assets of Business Debtor (if different from street address above):  ZIP CODE											
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)  _____			<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  _____ <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).			<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  _____ <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as “incurred by an individual primarily for a personal, family, or house- hold purpose.” <input checked="" type="checkbox"/> Debts are primarily business debts.					
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court’s consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court’s consideration. See Official Form 3B.					<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor’s aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ). ----- <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).						
<b>Statistical/Administrative Information</b>  <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										THIS SPACE IS FOR COURT USE ONLY	
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000											
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion											
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion											

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Club Ventures Investments LLC</b>	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: <b>See Attached</b>	Case Number:	Date Filed: <b>03/02/2011</b>	
District: <b>Southern District of New York</b>	Relationship: <b>Subsidiaries</b>	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

**Voluntary Petition**

(This page must be completed and filed in every case.)

Name of Debtor(s):

Club Ventures Investments LLC

**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

03/01/2011

Date

Signature of Attorney\*

X

Signature of Attorney for Debtor(s)

David B. Shernano

Printed Name of Attorney for Debtor(s)

Peitzman, Weg &amp; Kempinsky LLP

Firm Name

2029 Century Park East, Suite 3100

Los Angeles, CA 90067

Address

(310) 552-3100

Telephone Number

03/01/2011

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Authorized Individual

David Barton

Printed Name of Authorized Individual

Manager

Title of Authorized Individual

03/01/2011

Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person, or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

In re: Club Ventures Investments LLC

**List of Affiliated Debtors**

- Club Ventures II, LLC
- CV 2, LLC
- CV II Gym, LLC
- Club Ventures III, L.L.C.
- CV 3, LLC
- CV III Gym, LLC
- Club Ventures IV, LLC
- CV 4 LEASING, LLC
- CV IV Gym, LLC
- Club Ventures VI, LLC
- CV VI, LLC
- CV VII GYM, LLC
- Club Ventures VIII, LLC
- CV VIII GYM, LLC
- Club Ventures X, LLC
- CV X GYM, LLC
- DB 85 GYM CORP.

## UNITED STATES BANKRUPTCY COURT

Southern District of New York

In re Club Ventures Investments LLC,  
Debtor

Case No. \_\_\_\_\_

Chapter 11**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>

SEE  
ATTACHEDDate: 03/01/2011


Debtor

by David Barton, Manager

*[Declaration as in Form 2]*

## CONSOLIDATED LIST OF TOP 30 UNSECURED CREDITORS

Name of creditor	Complete mailing address	Name, telephone number and mailing address of employee, agent, or dept of creditor familiar with claim who may be contacted	Nature of claim (trade, debt, bank loan, gov't contract, etc)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured also state value of security)
Gansevoort South Hotel Spa Residences	2377 Collins Ave. Miami Beach, FL 33139	305-604-1000	Real Property Lease		\$1,794,380.47
The Bravern, LLC	C/O Schnitzer W 818 Stewart Street, Suite 700 Seattle, WA 98101	Thomas Woodward 425-456-8780	Real Property Lease		\$1,187,580.47
Mark Berkowitz	235 West 56th Street, Apt 24D New York, NY 10019	c/o William Weinstein Sanford Wittels & Heisler, LLP 950 Third Avenue, 10 <sup>th</sup> Floor New York, NY 10022 (646) 723-2947	Employment agreement	Disputed	\$670,000 (not including claim of \$2,900,000 based on right to equity interests)
Elan Ben-Avi	500 E. 77th Street Apt 1615 New York, NY 10162	917-515-9454	Employment agreement	Disputed	\$532,560.00
Tannenbaum Helpert Syracuse & Hirschtri	900 Third Avenue New York, NY 10022-4775	212-508-6700	Professional fees		\$183,500.08
30 E 85th Street Company	c/o Manhattan Skyline 103 West 55th Street New York, NY 10019	Thomas Eschmann 212-408-0600	Real Property Lease		\$149,380.16
Morrison Cohen	909 Third Avenue 27th Floor New York, NY 10022-4784	Stephen Budow 212-554-7847	Professional fees		\$115,471.25
Moses & Singer LLP	405 Lexington Avenue New York, NY 10174-1299	Howard Herman 212-554-7800 212-554-7847	Professional fees		\$115,132.28
TTMC as Nominee 50 W23 ST A&B LLC	45 Main Street, Ste 602 Brooklyn, NY 11201	George Paster 718-625-5505	Real Property Lease		\$102,664.69
600 West Chicago Associates LLC	PO Box 51055 Newark, NJ 07101-5155	Gilbert Lawton 312-923-2330	Real Property Lease		\$81,272.59
American Exp - Platinum	P.O. Box 360001 Fort Lauderdale, FL 33336-0001	1-800-492-3344	Credit Card		\$77,978.73
The Seattle Times	PO Box C34805 Seattle, WA 98124	206-464-3200	Trade		\$73,965.63
New Tech Mechanical Systems Incorp.	129 5th Avenue Bay Shore, NY 11706	Renee 631-666-6686	Trade		\$73,717.88
CBIZ MHM, LLC	1065 Sixth Av New York, NY 10018	Jeff Gluck 212-790-5700	Professional fees		\$54,162.55
Studio Sofield	380 Lafayette Street New York, NY 10003	212-473-1300	Trade		\$50,784.91
CEMUSA NY, LLC	420 Lexington Avenue Suite 2533 New York, NY 10170	646-312-8513	Trade		\$35,325.00
Grainger	DEPT. 864993175 Palatine, IL 60038-0001	518-869-1431	Trade		\$32,078.15
Shadow Public Relations	1133 Broadway, Suite 1222 New York, NY 10010	212.972.0277	Trade		\$27,991.91
V Magazine LLC	11 Mercer Street Ground FL New York, NY 10013	646-452-6033	Trade		\$27,500.00

## CONSOLIDATED LIST OF TOP 30 UNSECURED CREDITORS

Name of creditor	Complete mailing address	Name, telephone number and mailing address of employee, agent, or dept of creditor familiar with claim who may be contacted	Nature of claim (trade, debt, bank loan, gov't contract, etc)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured also state value of security)
DailyCandy, Inc.	584 Broadway Suite 510 New York, NY 10012	646-435-9199	Trade		\$26,503.00
Good Air Commercial & Service	2217 SW 58th Way Hollywood, FL 33023	954-964-6355	Trade		\$22,750.00
Van Wagner	800 Third Avenue 28th Floor New York, NY 10022	212-699-8400	Trade		\$22,000.00
New York Magazine	75 Varick St. New York, NY 10022	Jennifer Siniscalchi 212- 508-0721 212-508- 0633	Trade		\$19,445.00
Core Sports Nutrition	154 Marine St. Farmingdale, NY 11735	631-393-2815	Trade		\$14,344.47
ConEdison	JAF Station P.O. Box 1701 New York, NY 10116	1-800-752-6633	Trade		\$13,875.07
Polar Air Conditioning, Inc.	300 East 93rd St. Suite 37B New York, NY 10128	212-534-3300	Trade		\$13,738.76
Mojoware	206 Trenton street West Monroe, LA 71291	318-387-7891 800-439- 6656	Trade		\$13,267.70
N.T.I.Linen Inc.	PO Box 3786 OakBrook, IL 60522-3786	866-789-9915 630-789- 9915	Trade		\$13,256.51
Americare Systems, Inc.	136 Arlington Avenue Bloomfield, NJ 7003	973-748-2390	Trade		\$13,145.72
Ocean Drive Magazine	BankofAmerica Lockbox Services 15329 Collections Center Drive Chicago, IL 60693	305-532-2544	Trade		\$13,000.00

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Manager of the limited liability company named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date 03/01/2011

Signature 

David Barton, Manager  
(Print Name and Title)

Attorney or Party Name, Address, Telephone & FAX Numbers, and State Bar Number David B. Shemano (NY State Bar No. 2481554) Monsi Morales ( <i>pro hac vice</i> application pending) Kathryn F. Russo (NY State Bar No. 4659561) PEITZMAN, WEG & KEMPINSKY LLP 2029 Century Park East, Suite 3100 Los Angeles, CA 90067 Telephone: (310) 552-3100 Fax: (310) 552-3101  Proposed Counsel for Debtor	FOR COURT USE ONLY          
<b>UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK</b>	
In re:  Club Ventures Investments LLC,   <div style="text-align: right;">Debtor(s),</div>	CASE NO.:  ADV. NO.:  CHAPTER: 11

### Corporate Ownership Statement Pursuant to FRBP 1007(a)(1) and 7007.1

*Pursuant to FRBP 1007(a)(1) and 7007.1, any corporation, other than a governmental unit, that is a debtor in a voluntary case or a party to an adversary proceeding or a contested matter shall file this statement identifying all its parent corporations and listing any publicly held company, other than a governmental unit, that directly or indirectly own 10% or more of any class of the corporation's equity interest, or state that there are no entities to report. This Corporate Ownership Statement must be filed with the initial pleading filed by a corporate entity in a case or adversary proceeding. A supplemental statement must promptly be filed upon any change in circumstances that renders this Corporate Ownership Statement inaccurate.*

I, David Barton, the undersigned in the above-captioned case, hereby declare  
 (Print Name of Attorney or Declarant)

under penalty of perjury under the laws of the United States of America that the following is true and correct:

**[Check the appropriate boxes and, if applicable, provide the required information.]**

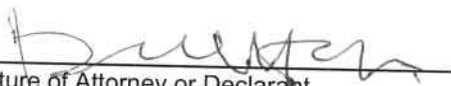
1. I have personal knowledge of the matters set forth in this Statement because:

- ☒ I am the president or other officer or an authorized agent of the debtor corporation
- ☐ I am a party to an adversary proceeding
- ☐ I am a party to a contested matter
- ☐ I am the attorney for the debtor corporation

2. a. ☒ The following entities, other than the debtor or a governmental unit, directly or indirectly own 10% or more of any class of the corporation's(s') equity interests:

David Barton; John Howard; Praesidian II SPV 1, LP; Praesidian II SPV 2, LP;  
 Praesidian Capital Investors, LP

b. ☐ There are no entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.

  
 Signature of Attorney or Declarant

03/01/2011  
 Date

David Barton  
 Printed Name of Attorney or Declarant

**UNANIMOUS WRITTEN CONSENT OF MANAGERS  
OF  
CLUB VENTURES INVESTMENTS LLC**

The undersigned managers (the "Managers") of Club Ventures Investments LLC (the "Company"), hereby adopt the following resolutions, as authorized by applicable law and the Amended and Restated Limited Liability Company Agreement of the Company:

**WHEREAS**, the Managers have determined that it is in the best interests of the Company, its creditors, member and other interested parties for the Company to file a voluntary petition for relief, under chapter 11 of title 11, United States Code (the "Bankruptcy Code"); therefore, it is

**RESOLVED**, that the Company be, and hereby is, authorized to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code; and it is

**RESOLVED**, that David Barton, in his capacity as Chief Executive Officer, be and hereby is authorized to:

- a. Execute and verify or certify on behalf of the Company a petition under chapter 11 and to cause the same to be filed in the appropriate United States Bankruptcy Court at such time as he shall determine is appropriate; and
- b. Execute and file, or cause to be executed and filed, all petitions, schedules, lists, statements and other papers, and to take or direct any and all action that he deems necessary, proper or desirable in connection with the chapter 11 case for the Company with view toward the successful completion of the case or cases; and
- c. Take or direct all actions, including, without limitation, the retention of counsel, accountants and such other professional persons on such terms and conditions as may be necessary or appropriate, and to exercise all rights, claims, remedies, privileges, and to perform, or cause to be performed, all duties and obligations, as the Company may have as a debtor under chapter 11 of the Bankruptcy Code and related rules, and to execute and deliver, or cause to be executed and delivered, all instruments, petitions, agreements, certificates and documents in connection therewith, in the name of and on behalf of the Company, as in his judgment may be necessary or appropriate to carry out the intent and to accomplish the purpose of these resolutions; and it is

**RESOLVED**, that the Company be, and hereby is, authorized to employ the law firm of Peitzman, Weg & Kempinsky LLP, or such other firm as may be appropriate, to represent the Company as bankruptcy counsel in the chapter 11 case for the Company and its subsidiaries.

Dated: February 28, 2011

**DAVID BARTON,**  
as Manager of Club Ventures Investments LLC

  
\_\_\_\_\_  
David Barton

Dated: February 28, 2011

**JASON DRATTELL,**  
as Manager of Club Ventures Investments LLC

\_\_\_\_\_  
Jason Drattell

Dated: February 28, 2011

**JOHN HOWARD,**  
as Manager of Club Ventures Investments LLC

\_\_\_\_\_  
John Howard

Dated: February 28, 2011


**DAVID BARTON,**  
as Manager of Club Ventures Investments LLC

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David Barton

Dated: February 28, 2011

**JASON DRATTELL,**  
as Manager of Club Ventures Investments LLC



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Jason Drattell

Dated: February 28, 2011

**JOHN HOWARD,**  
as Manager of Club Ventures Investments LLC

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John Howard

Dated: February 28, 2011

**DAVID BARTON,**  
as Manager of Club Ventures Investments LLC

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David Barton

Dated: February 28, 2011

**JASON DRATTELL,**  
as Manager of Club Ventures Investments LLC

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Jason Drattell

Dated: February 28, 2011

**JOHN HOWARD,**  
as Manager of Club Ventures Investments LLC

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Signature page to be subsequently submitted  
John Howard